

# **Constitution and Bylaws**

## **Loudoun County Fire Advisory Council, Inc**

**Ratified and Adopted: February 18, 2009**

### **ARTICLE I**

#### **GENERAL**

##### **Section I – Name**

**The name of this organization shall be the “Loudoun County Fire Advisory Council, Incorporated” and hereafter referred to as the “Fire Council”.**

##### **Section II – Registered Agent**

**The Chairman of the Fire Council shall appoint a registered agent who shall be either a member of the Executive Committee of this Council or an attorney licensed to practice in Virginia. This person shall meet the requirements promulgated by the State Corporation Commission.**

##### **Section III – Purpose**

**The purposes of the Fire Council shall be:**

- 1. Serve as a principal advisory body to the Loudoun County Fire Rescue Commission, to the Loudoun County Department of Fire, Rescue, and Emergency Management and to the individual county volunteer fire organizations for subjects related to fire suppression and rescue operations.**
- 2. Recommend and coordinate fire and rescue plans, procedures, and standards for uniform service delivery to the citizens of Loudoun County.**
- 3. Ensure the effective use of existing and future fire related facilities, services, manpower, and apparatus within the framework of the overall Loudoun County fire and rescue services organization.**
- 4. Represent the interests of Loudoun County Fire & Rescue organizations in regional, state, interstate and national fire services planning and programs.**

### **ARTICLE II** **MEMBERSHIP**

## **Section I – Member Organizations**

- 1. Membership in the Fire Council shall be of two types:**
  - (a) Full Voting Membership**
  - (b) Non-Voting Membership**
- 2. Full Voting Membership shall be granted to member organizations who:**
  - (a) Represent an operating Loudoun County volunteer fire company that has a valid charter.**
  - (b) Have attended at least 6 regular meetings over the past 12 months and has not missed three consecutive monthly meetings.**
  - (c) Have paid their annual dues.**
- 3. The Loudoun County Department of Fire, Rescue, and Emergency Management shall be a standing member of the Fire Council**
- 4. Non-voting membership shall be the entry-level membership for all types of membership in the Fire Council. The Council may invite any organization or person to join the organization on a permanent or temporary basis as a non-voting member.**

## **Section II – Election to and Termination of Membership**

- 1. Requests for non-voting membership in the Fire Council shall be made in writing to, (or by the request of) the Chairman of the Fire Council. Election to non-voting membership shall be by a majority vote of the total voting membership of the Fire Council.**
- 2. Agencies and organizations approved for the non-voting membership category shall not be entitled to vote.**

## **Section III – Dues**

- 1. The dues of the Fire Council shall be \$20 per year for each voting organization represented and is due by the 15<sup>th</sup> day of each January.**
- 2. Organizations delinquent with payment of dues shall be suspended from membership until such time dues are current.**

## **ARTICLE III** **DELEGATES/REPRESENTATIVES/ALTERNATES**

## **Section I – Official Delegates/Representatives/Alternates**

- 1. Each full voting member organization shall appoint two (2) delegates from their organization and one (1) alternate delegate to act in the absence of their primary delegates.**
- 2. New fire department organizations joining the organization shall be placed in the non-voting category for a period of one year before being voted to full membership.**
- 3. Each member organization through the President of the organization, shall annually submit a written list on the organizations official letterhead of the names, addresses, telephone numbers and e-mail addresses of their delegates and alternate delegates or their representative and alternate representative. This list shall be submitted to the Secretary of the Fire Council no later than the 31<sup>st</sup> day in January each year. Failure to provide said list shall suspend all rights and privileges of same member organization until submittal has been completed.**
- 4. Loudoun County Department of Fire, Rescue, and Emergency Management shall have a voting membership in the organization.**
- 5. Interim changes to replace a delegate, representative or their alternates during their appointed term shall be through the President of the organization in writing on the organization's official letterhead and submitted to the Secretary of the Fire Council for presentation to the Executive Committee of the Fire Council for approval. Such change will not take effect until approval is received.**
- 6. Only designated delegates or the alternate delegates are authorized to vote in any matters before the Fire Council.**

## **Section II – Voting**

- 1. Each agency approved for full voting membership will be entitled to one vote by its designated primary delegates or their alternate delegates provided that they are present for the vote (that is, each organization gets one vote. No proxy voting permitted)**
- 2. Any voting member not present at a meeting shall have their vote count for the majority. This provision is intended to encourage attendance and participation in the organization.**
- 3. Agencies and organizations approved for the non-voting membership category shall not be entitled to vote.**

## **ARTICLE IV** **OFFICERS**

### **Section I – Officers**

1. The officers of the Fire Council shall be the Chairman, the Vice Chairman, and Secretary/Treasurer.
2. The Chairman, Vice Chairman, Secretary/Treasurer shall be elected from the list of delegates and alternate delegates of the voting membership agencies.

### **Section II – Duties of the Chairman**

1. The Chairman shall preside over all Fire Council and Executive Committee meetings and shall supervise the activities of the Vice Chairman, Secretary/Treasurer, and committee Chairmen to ensure that their work is performed consistent with good management practices.
2. The Chairman shall appoint the chairman and members of all Fire Council committees.
3. The Chairman shall be an ex-officio member of all Fire Council committees.
4. The Chairman shall perform all other duties of the President/Chairman as designated in Robert's Rules of Order, Newly revised.

### **Section III – Vice Chairman**

1. The Vice Chairman shall perform all of the duties and shall assume all of the responsibilities of the Chairman in the Chairman's absence.

### **Section IV – Secretary/Treasurer**

1. The Secretary/Treasurer shall maintain an accurate record of all Fire Council meetings, including the Executive Committee meetings.
2. The Secretary/Treasurer shall submit to the membership the minutes of the Fire Council meeting and any Executive Committee Fire Council meetings in sufficient time for review by its members before the next monthly meeting.

3. The Secretary/Treasurer shall submit all annual reports necessary for the proper functioning of the Fire Council including, but not limited to, the Annual State Corporation Commission registration.
4. The Secretary/Treasurer shall manage the financial affairs of the Fire Council which include, but are not limited to, the following:
  - (a) Making deposits to bank accounts
  - (b) Making withdrawals from bank accounts
  - (c) Managing the Fire Council's accountants payable and receivable
  - (d) Filing the annual Corporate Federal Income Tax Return by the 15<sup>th</sup> day of May each year.
5. The Secretary/Treasurer shall submit a written monthly Treasurer's Report detailing the financial position of the Fire Council.
6. All checks written from Fire Council accounts exceeding \$500.00 shall be co-signed by either the Fire Council Chairman or Vice Chairman.

#### **Section V – Meeting Attendance**

1. Each member is encouraged to attend all meetings. Failure of an organization to have any official delegate or alternate, as described in Article II, Section I, attend three (3) consecutive Fire Council meetings or six (6) Fire Council meetings over the preceding twelve month period will result in that organization automatically losing its membership status.
2. That same organization must then re-apply for membership as defined in Article II, Section 1, Item 4, and must serve in a non-voting membership status for a minimum of six (6) months prior to any application for full voting membership.

#### **Section VI – Nominations and Elections**

1. Election of officers shall be held immediately upon ratification of these bylaws.
2. Thereafter, election of officers shall be held at the first regular Fire Council meeting in January. Nominations for Fire Council officers will be accepted from delegates, or in the delegate's absence; the alternate delegate.
3. Officers shall be elected in the following order: Chairman, Vice-Chairman, and Secretary/Treasurer.
4. No member shall hold more than one elected office in the Fire Council at any one time, nor will one member organization hold more than one elected office.

## **Section VII – Term of Officers**

1. The officers of the Fire Council shall be elected to serve for a one-year term. Officers may succeed themselves or be elected to another office. The Chairman shall have a term limit of four consecutive years. The Officer's term of office shall begin at the conclusion of the meeting at which they are elected.

## **Section VIII – Removal of Officers and Members**

1. Any officer, delegate, representative or alternate can be removed from membership in the Fire Council for just cause. All charges for dismissal of a member from the Fire Council must be prepared and submitted in writing by a delegate or alternate delegate in the case of a voting membership status or by any member in the case of a non-voting membership status. The written charges shall be delivered to the Fire Council Chairman. In the case where charges are preferred against the Chairman, charges shall be hand delivered to the Vice Chairman.
2. At the next regular Fire Council meeting, the member preferring charges shall present the case for dismissal to the membership. The member charged shall be afforded the opportunity to respond to the charges, including questioning the member making the charges. Following the presentations of the accuser and accused, the membership shall have the opportunity to discuss the dismissal with all concerned.
3. Following discussion by the membership, a secret ballot vote for dismissal shall be taken. Greater than two-thirds (2/3) of the total voting membership is required for removal or dismissal.
4. Members dismissed under this article shall be ineligible to serve as an officer for four years, if dismissed from an office, or ineligible to serve as a delegate, representative or alternate for four years, if dismissed from membership.

## **ARTICLE V** **COMMITTEES**

### **Section I – Executive Committee**

1. The Executive Committee shall consist of the Chairman, the Vice Chairman, and Secretary/Treasurer. The Fire Council Chairman shall serve as the Chairman of the Executive Committee.

2. **The Executive Committee shall be authorized to act for the Fire Council during the interval between regular Fire Council meetings. Any action taken by the Executive Committee shall be ratified by the Fire Council membership at its next regular meeting. Any action not ratified by the membership will be rescinded.**

## **Section II – Standing Committees**

1. **The standing committees of the Council shall be:**
  - (a) **Training and Certifications**
  - (b) **Operating Procedures & Standards**
  - (c) **Apparatus**
2. **Membership on standing committees of the Fire Council shall be at the pleasure of the Chairman with the following exceptions:**
  - a) **Standing committees shall be authorized to draft committee policy and represent the Fire Council within their respective areas of responsibility under the direction of the Fire Council Chairman.**
  - b) **Standing committees shall submit all requests for actions to the next regular Fire Council meeting for ratification.**
  - c) **Standing committees shall submit written minutes from their meetings to the Secretary/Treasurer.**

## **Section III – Ad Hoc Committees**

1. **The Chairman may appoint ad hoc committees to assist in completing any of the functions or duties of the Fire Council. Ad hoc committees shall remain in existence until retired by the Chairman. Ad hoc committees must have at least one voting Fire Council member as a member.**
2. **Actions taken by an ad hoc committee shall not be deemed the action of the Fire Council and shall not bind the Fire Council or its members.**
3. **Ad hoc committees shall be authorized to draft committee policy and represent the Fire Council within their respective areas of responsibility under the direction of the Fire Council Chairman. Ad hoc committees shall submit all requests for actions to the next regular Fire Council meeting for ratification.**
4. **Ad hoc committees shall submit written minutes from their meeting to the Secretary.**

## **ARTICLE VI** **MEETINGS**

- 1. The regular monthly meeting of the Fire Council shall be on the third Wednesday of each month at 1900 hours unless rescheduled by the Chairman due to the weather or lack of a quorum. The Fire Council Chairman can cancel or postpone a regular meeting provided that all members receive adequate notification. Broadcast of the cancellation or postponement by either fire and rescue dispatch frequency, general pager notification or e-mail shall be considered adequate notification.**
- 2. All rescheduled or special meetings of the Fire Council shall be announced on the fire and rescue dispatch frequency, general pager notification or e-mail shall be considered adequate notification at least two nights prior to the meeting. The broadcast shall include the time, the date and the place of the meeting.**
- 3. Greater than fifty percent (50%) of the voting member organizations shall constitute a quorum for a regular or special Fire Council meeting.**
- 4. The order of the Fire Council business shall be as follows:**
  - (a) Call to Order**
  - (b) Roll Call**
  - (c) Public Comments – 5 minute time limit per person**
  - (d) Member Comments – 5 minute time limit per person**
  - (e) Approval of Previous Meeting Minutes**
  - (f) Treasurer's Report**
  - (g) LCFR Department Report**
  - (h) LCFR Training Report**
  - (i) Committee/Agency Reports**
  - (j) Old Business**
  - (k) New Business**
  - (l) Announcements**
  - (m) Adjournment**

## **ARTICLE VII** **CODE OF CONDUCT**



1. Members of the Fire Council who believe that participation in a discussion or a vote on an issue would create the appearance of a conflict of interest should voluntarily recuse themselves from the deliberations of the Fire Council and any subsequent votes on the issue.
2. Whenever a Fire Council member has cause to believe that a matter to be voted upon would involve a possible conflict of interest, that member shall present a motion to table the action, stating his reasons. If the motion to table the matter is approved by the Fire Council, then a meeting of the Executive Committee shall be scheduled to consider such possible conflict of interest.
3. At the next regular or special meeting of the Fire Council, the Executive Committee shall report its findings and recommendations to the Fire Council. The question of whether an actual conflict exists shall be decided by a majority vote of voting members present, excluding any other Fire Council delegate or alternate delegate who has already been disqualified from discussing or voting on the issue because of their own conflict of interest.

#### **ARTICLE VIII**

#### **PARLIAMENTARY PROCEDURE**

1. Parliamentary procedures shall be used to conduct all meetings of the Fire Council and its committees. The latest edition of Robert's Rules of Order, Newly Revised shall govern the conduct of meetings where not otherwise specified by the Constitution and Bylaws of the Fire Council.

#### **ARTICLE IX**

#### **INTERPRETATION**

1. The Executive Committee of the Fire Council shall be the sole interpreter of the Constitution and Bylaws. All interpretations shall be recorded by the Secretary/Treasurer and shall become an appendix to the Constitution.

#### **ARTICLE X**

#### **AMENDMENT OF BYLAWS**

1. This constitution and its bylaws may be amended, adopted or repealed in whole or in part by a two-thirds (2/3) majority vote of the total voting membership using the following procedure:

- (a) The proposed amendment shall be introduced and placed on the table at a regular monthly Fire Council meeting. The amendment must be provided to the Secretary of the Fire Council in writing and read to the membership.
- (b) The amendment shall be discussed and voted on at the next regularly scheduled Fire Council meeting.

**ARTICLE XI**  
**DISSOLUTION OF THE FIRE ADVISORY COUNCIL**

- 1. A motion to dissolve the Council can be made by the Executive Committee of the Fire Council. The motion shall be presented to the Chairman and shall be placed on the table until the next scheduled Fire Council meeting.
- 2. Written notification by certified mail shall be made to all member organizations advising that a motion to dissolve the Fire Council will be considered at the next regular meeting of the Fire Council. The notice shall contain the date, the time and the location of the meeting.
- 3. A three-fourths (3/4) affirmative vote of the total voting membership shall be required to dissolve the Fire Council.
- 4. In the event that the Fire Council is dissolved, all remaining Fire Council funds will be distributed on an even basis to all volunteer agencies qualifying under Article II, Section I (2).

**BOARD OF DIRECTORS:** The Board of Directors will consist of the Chairperson, Vice Chairperson, and one (1) member from each Company in good standing. The Board will vote to approve or disapprove all matters voted on by the membership of the Loudoun County Fire Advisory Council. All meetings of the Board of Directors will be documented to show how each member of the board voted. The Board of Directors will have an annual meeting and an annual report will be prepared. The responsibilities of the Board of Directors are required by VIRGINIA NON-STOCK CORPORATION ACT SS13.1-803 et seq.